

OCHRE GROUP HOLDINGS Limited
(ACN 008 877 745)
NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting ("AGM or Meeting") of members of Ochre Group Holdings Limited ("the Company") will be held at 12.00 Noon (AEST) on Monday 30 November 2015, at the Company's head Office at Level 10, 2 Bligh Street, Sydney, NSW, 2000

ORDINARY BUSINESS

RECEIPT OF FINANCIAL REPORTS AND REPORTS OF DIRECTORS AND AUDITOR

To receive and consider the Financial Reports of the Company for the financial year ended 30 June 2015, together with the declaration of the Directors, the Remuneration Report and the Report of the Directors and the Auditor, which relate to the Financial Reports.

ADOPTION OF DIRECTORS' REMUNERATION REPORT

RESOLUTION 1: To consider and, if thought fit, pass with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purpose of Section 250R(2) of the Corporations Act 2001 (Cth) and for all other purposes, approval is given for the adoption of the Company's Remuneration Report, as set out in the Directors' Report in the Annual Report for the Year Ended 30 June 2015 prepared in accordance with Section 300A of the Corporations Act 2001 (Cth)."

Please note that in accordance with Section 250R(3) of the *Corporations Act 2001 (Cth)* the votes cast on this resolution are advisory only and do not bind the Company or the Directors.

ELECTION OF DIRECTORS

RESOLUTION 2: To consider and, if thought fit, pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That Andrew Bray, who was appointed as a director on 28 May, 2015 to fill a casual vacancy, and for the purposes of ASX Listing Rule 14.4 and Section 201H(3) of the Corporations Act 2001 being eligible, offers himself for election, be elected a Director of the Company."

RESOLUTION 3: To consider and, if thought fit, pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of clause 13.2 of the Constitution of the Company, ASX Listing Rule 14.4 and all other purposes, Shane Pentony, who retires as a Director and being eligible, offers himself for re-election, be re-elected a Director of the Company."

ISSUE OF SECURITIES TO DIRECTORS OR THEIR ASSOCIATES

RESOLUTION 4: To consider and, if thought fit, pass with or without amendment, the following resolution as an **ordinary resolution**:

"That authority is hereby given to the Company under and for the purpose of ASX Listing Rule 10.11 and chapter 2E of the Corporations Act 2001 and for all other purposes, for the issue of up to 285,714 fully paid ordinary shares, at an issue price of \$0.07 per share to Andrew Bray, a Director of the Company or his nominee and/or associate or as directed by him, provided that such issue does not contravene the Corporations Act 2001 or any other legislation or ASX Listing Rule and that such securities are to be issued within one month of the date of this general meeting or such later date as the

ASX permits at its discretion and that such securities are issued for a total consideration of \$20,000.00 and are in lieu of outstanding Directors' Fees and Consulting Fees."

RESOLUTION 5: To consider and, if thought fit, pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That authority is hereby given to the Company under and for the purpose of ASX Listing Rule 10.11 and chapter 2E of the Corporations Act 2001 and for all other purposes, for the issue of up to 142,857 fully paid ordinary shares, at an issue price of \$0.07 per share to Shane Pentony, a Director of the Company or his nominee and/or associate or as directed by him, provided that such issue does not contravene the Corporations Act 2001 or any other legislation or ASX Listing Rule and that such securities are to be issued within one month of the date of this general meeting or such later date as the ASX permits at its discretion and that such securities are issued for a total consideration of \$10,000.00 and are in lieu of outstanding Directors' Fees and Consulting Fees."

RESOLUTION 6: To consider and, if thought fit, pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That authority is hereby given to the Company under and for the purpose of ASX Listing Rule 10.11 and chapter 2E of the Corporations Act 2001 and for all other purposes, for the issue of up to 930,388 fully paid ordinary shares, at an issue price of \$0.07 per share to Nathan Featherby, a Director of the Company or his nominee and/or associate or as directed by him, provided that such issue does not contravene the Corporations Act 2001 or any other legislation or ASX Listing Rule and that such securities are to be issued within one month of the date of this general meeting or such later date as the ASX permits at its discretion and that such securities are issued for a total consideration of \$65,127.16 and are in lieu of outstanding Directors' Fees and Consulting Fees."

OTHER BUSINESS

To consider any other business that can lawfully be brought before the Meeting.

Entitlement to Vote

Who may vote?

Pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001*, the Company has determined that for the purpose of the Meeting, all shares in the Company shall be taken to be held by the persons who held them as registered shareholders at 12.00 Noon (AEST) on Friday, 27 November 2015 (**'Entitlement Time'**).

All holders of ordinary shares in the Company as at the Entitlement Time are entitled to attend and vote at the Meeting.

Proxies

Please note that:

- a member of the Company who is entitled to attend and cast a vote at the Meeting has a right to appoint a proxy;
- the appointment may specify the proportion or number of votes that the proxy may exercise;
- a member who is entitled to cast 2 or more votes at the Meeting may appoint 2 proxies and must specify the proportional number of votes each proxy is appointed to exercise;
- if the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, each proxy may exercise half the votes;
- a proxy need not be a member of the Company; and
- if you wish to appoint 2 proxies, contact the Company for another proxy form.

Unless the member specifically directs the proxy how to vote, the proxy may vote as he or she thinks fit or abstain from voting.

If you wish to appoint a proxy, you should complete the attached 'Appointment of Proxy' form and comply with details set out in that form for lodgement of the form with the Company.

The proxy form must be signed by the member or his or her attorney duly authorised in writing or, if the member is a corporation, either under the seal of the corporation (in accordance with its Constitution) or under the hand of an attorney duly authorised in writing or otherwise signed in accordance with the *Corporations Act 2001*.

If any attorney or authorised officer signs this proxy form on behalf of a member, the relevant power of attorney or other authority under which it is signed or a certified copy of that power or authority must be deposited with the proxy form.

The proxy form must be received **not less than 48 hours** before the time for holding the General Meeting (i.e. 12.00 Noon Saturday, day, 28 November 2015 AEST) by delivering the proxy form to one of the addresses as follows:

Sydney Operations Office: Level 10, 2 Bligh Street, Sydney, NSW 2000	Facsimile transmission to: Within Australia: 02 9235 2203 International: +61 2 9235 2203
Mailing Address: PO Box H125 Australia Square, Sydney NSW, 1215	

A corporation may appoint a representative who may attend the Meeting and vote on behalf of the corporation. Such a representative will have to produce a corporate representative appointment letter from the corporation signed either under the common seal of the corporation (in accordance with its Constitution), or by a duly authorised officer or otherwise signed in accordance with the *Corporations Act 2001* before he or she will be permitted to vote

Voting Exclusion Statement

In addition, in accordance with the Listing Rules, the Company will disregard any votes cast on the following resolutions by the following persons:

In respect to Resolutions 4,

Andrew Bray and any associate of his'

In respect to Resolutions 5,

Shane Pentony and any associate of his'

In respect to Resolutions 6,

Nathan Featherby and any associate of his'

However, the Company will not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

EXPLANATORY NOTES

Financial Statements and reports

In accordance with the Company's Constitution, the business of the Annual General Meeting will include receipt and consideration of the annual financial report of the Company for the Year ended 30 June 2015 together with the declaration of the directors, the directors' report, the remuneration report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report on its website at www.ochreholdings.com

Resolution 1: Adoption of Directors' Remuneration Report

The Annual Report for the Year Ended 30 June 2015 contains a Remuneration Report in the Directors' Report which sets out the remuneration policy for the Company and reports the remuneration arrangements in place for the Directors of the Company.

The Corporations Act 2001 ("**Corporations Act**") requires the agenda for the Annual General Meeting of a listed company to include a resolution for adoption of the Remuneration Report. The Corporations Act expressly provides that the vote on the resolution is advisory only and does not bind the Directors of the Company.

Shareholders attending the Annual General Meeting will be given a reasonable opportunity to ask questions and comment on the Remuneration Report.

The Directors recommend that shareholders vote in favour of Resolution 1.

Resolution 2: Election of Andrew Bray as Director

Andrew Bray was elected as a Director on 28 May, 2015 to fill a casual vacancy on the Board and in accordance with clause 14.4 of the Company's Constitution and Sec 201H(3) of the Corporations Act 2001, being eligible, offers himself for election.

Mr Bray has a bachelor of Economics and a Bachelor of Laws (Hons) from Sydney University and has a background in investment banking and corporate advisory and has considerable knowledge and experience in respect to junior resources company transactions, having been involved in a number of small to mid-cap mining and exploration company transactions in recent years. He is a Director of Mandalong Resources Limited and Gateway Mining Limited.

The Directors, other than Andrew Bray, who has an interest in the Resolution, recommend that shareholders vote in favour of Resolution 2

Resolution 3: Election of Shane Pentony as Director

Clause 13.2 of the Company's Constitution requires that at the Company's annual general meeting in every year, one-third of the Directors for the time being, or, if their number is not a multiple of 3, then the number nearest one-third (rounded upwards in case of doubt), shall retire from office, provided always that no Director (except a Managing Director) shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election.

The Directors to retire at an annual general meeting are those who have been longest in office since their last election, but, as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots.

A Director who retires by rotation under clause 13.2 of the Constitution is eligible for re-election.

The Company currently has three Directors, one of whom was newly appointed and will be seeking election by shareholders under separate resolutions, and Shane Pentony is the Director longest in office since his last election, retires by rotation and seeks re-election.

The Directors, other than Shane Pentony, who has an interest in the Resolution, recommend that shareholders vote in favour of Resolution 3.

Resolution 4: Issue of Securities to Andrew Bray

Andrew Bray has agreed to be issued shares in the Company in lieu of fees outstanding to him. The Board believes this is good for the Company because it preserves cash in the company and acts as an incentive for Mr Bray to work hard to increase the value of shares. Mr Bray or his nominee will be issued 285,714 shares in the company at an issue price of \$0.07, equating to \$20,000.00, in lieu of outstanding Directors' and Consulting Fees.

The Directors, other than Andrew Bray, who has an interest in the Resolution, recommend that shareholders vote in favour of Resolution 4.

Resolution 5: Issue of Securities to Shane Pentony

Shane Pentony has agreed to be issued shares in the Company in lieu of fees outstanding to him. The Board believes this is good for the Company because it preserves cash in the company and acts as an incentive for Mr Bray to work hard to increase the value of shares. Mr Pentony or his nominee will be issued 142,857 shares in the company at an issue price of \$0.07, equating to \$10,000.00, in lieu of outstanding Directors' Fees.

The Directors, other than Shane Pentony, who has an interest in the Resolution, recommend that shareholders vote in favour of Resolution 5.

Resolution 6: Issue of Securities to Nathan Featherby

Nathan Featherby has agreed to be issued shares in the Company in lieu of fees outstanding to him. The Board believes this is good for the Company because it preserves cash in the company and acts as an incentive for Mr Bray to work hard to increase the value of shares. Mr Featherby or his nominee will be issued 930,388 shares in the company at an issue price of \$0.07, equating to \$65,127.16 in lieu of outstanding Directors' and Consulting Fees.

The Board, except Mr. Featherby, who has an interest in the Resolution, recommend that shareholders vote in favour of Resolution 6.

Annual Report

A copy of the 2015 Annual Report is available on the Company's website on www.ochreholdings.com

Vaz Hovanessian
Company Secretary

OCHRE GROUP HOLDINGS LIMITED - PROXY FORM

I/We

(NAME OF SHAREHOLDER)

of

(ADDRESS IN FULL)

being a member/members of Ochre Group Holdings Limited hereby appoint

(NAME OF PROXY 1)

of

(ADDRESS OF PROXY IN FULL)

and/or failing him/her

(NAME OF PROXY 2)

of

(ADDRESS OF PROXY IN FULL)

or failing him/her the Chairman of the Meeting as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at 12.00 Noon (AEST), on Monday, 30 November 2015 and at any adjournment thereof in the manner indicated or in the absence of indications, as he/she thinks fit.

Proxy 1 represents ____% and Proxy 2 represents ____% of my total voting rights.

Important:

If the Chair of the meeting is appointed as your proxy, or may be appointed by default and you do not wish to direct your proxy how to vote as your proxy in respect of a resolution, please place a mark in the box ☐

If appointed as your proxy and you do not direct how your proxy should vote, the Chairman of the Meeting intends to vote undirected proxies in favour of each resolution. By marking this box, you acknowledge that the Chair of the meeting may exercise your proxy even if he has an interest in the outcome of the resolution/s and that votes cast by the Chair of the meeting for those resolutions other than as proxy holder will be disregarded because of that interest.

If you do not mark this box, and you have not directed your proxy how to vote, the Chair will not cast your votes on the resolution and your votes will not be counted in calculating the required majority if a poll is called on the resolution

RESOLUTION

	For	Against	Abstain
1. Adoption of Directors' Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Election of Andrew Bray as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Re-election of Shane Pentony as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Issue of Securities to Andrew Bray	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Issue of Securities to Shane Pentony	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Issue of Securities to Nathan Featherby	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

***Signature of Shareholder or
Director or Sole Director/Company Secretary**

*Delete whichever is not applicable

Please Insert: daytime telephone number:

***Signature of Shareholder or
Director/Company Secretary**

E-mail address:

NOTES

1. A member entitled to attend and vote is entitled to appoint not more than two proxies.
2. Where more than one proxy is appointed, each must be appointed to represent a specified proportion of the member's voting rights.
3. Appointment of a proxy by a member who is a corporation must be under hand of its attorney or the hand of a person duly authorised by the corporation.
4. A proxy need not be a member of the Company.
5. An appointment of proxy form must be lodged at the Sydney office of the Company not less than 48 hours before the time for holding the Annual General Meeting.

The Sydney office of the Company is at:

Level 10, 2 Bligh Street, Artarmon, NSW. 2000
Australia
Postal: PO BOX H125, Australia Square,
Sydney, NSW. 1215 Australia

**Telephone +61 2 9391 0450
Facsimile +61 2 9391 0409**